

NGP Energy Capital Management, L.L.C.
 Form 3
 February 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Â NGP XI US Holdings, L.P. (Last) (First) (Middle) 5221 N. O'CONNOR BLVD., SUITE 1100 (Street) IRVING, Â TX Â 75039 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/01/2019	3. Issuer Name and Ticker or Trading Symbol CHESAPEAKE ENERGY CORP [CHK]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	48,024,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	D	Â
Common Stock	156,147,234 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	I	See Footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NGP XI US Holdings, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
NGP XI Holdings GP, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
NGP Natural Resources XI, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
G.F.W. Energy XI, L.P. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
GFW XI, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^
NGP Energy Capital Management, L.L.C. 5221 N. O'CONNOR BLVD., SUITE 1100 IRVING, TX 75039	^	^ X	^	^

Signatures

/s/ Tony R. Weber, Authorized Person of NGP XI Holdings GP, L.L.C., the general partner of NGP XI US Holdings, L.P.	02/11/2019
**Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Person of NGP XI Holdings GP, L.L.C.	02/11/2019
**Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Person of GFW XI, L.L.C., the general partner of G.F.W. Energy XI, L.P., the general partner of NGP Natural Resources XI, L.P.	02/11/2019
**Signature of Reporting Person	Date
/s/ Tony R. Weber, Authorized Person of GFW XI, L.L.C., the general partner of G.F.W. Energy XI, L.P.	02/11/2019
**Signature of Reporting Person	Date

